

CHOICEPOINT INC
Form S-8 POS
September 22, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8
POST-EFFECTIVE AMENDMENT NO. 1
TO
REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

CHOICEPOINT INC.

(Exact name of registrant as specified in its charter)

Georgia
(State or other jurisdiction of
incorporation or organization)

1000 Alderman Drive

58-2309650
(I.R.S. Employer
Identification No.)

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Alpharetta, Georgia 30005

(770) 752-6000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

CHOICEPOINT INC. 1997 OMNIBUS STOCK INCENTIVE PLAN

CHOICEPOINT INC. 401(K) PROFIT SHARING PLAN

To Be Funded in Part Through:

CHOICEPOINT INC. STOCK BENEFITS TRUST

(full title of plan)

Kenneth R. Thompson, II

General Counsel, Vice President and Secretary

ChoicePoint Inc.

1000 Alderman Drive

Alpharetta, Georgia 30005

(770) 752-6000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company)

Accelerated filer
Smaller reporting company

EXPLANATORY NOTE

On July 30, 1997, ChoicePoint Inc. (the Company) filed a registration statement on Form S-8 (Reg. No. 333-32453) (the Registration Statement) with the Securities and Exchange Commission (the SEC) registering 7,000,000 shares of common stock, par value \$0.10 per share (the Shares), which will be offered pursuant to the ChoicePoint Inc. 1997 Omnibus Stock Incentive Plan and, together with the related interests, the ChoicePoint Inc. 401(k) Profit Sharing Plan to be funded in part through the ChoicePoint Inc. Stock Benefits Trust. This Post-Effective Amendment No. 1 is an amendment to the Registration Statement. On September 19, 2008 (the Effective Time), pursuant to the Agreement and Plan of Merger, dated as of February 20, 2008, by and among the Company, Reed Elsevier Group plc and Deuce Acquisition Inc. (Merger Sub), Merger Sub merged with and into the Company with the Company being the surviving corporation. All offerings under the Registration Statement have been terminated. In accordance with the undertakings made by the Company to remove from registration, by means of a post-effective amendment, any of the Shares registered under the Registration Statement that remain unsold at the termination of the offerings, the Company hereby removes from registration all such Shares.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Alpharetta, State of Georgia on the 22nd day of September 2008.

CHOICEPOINT INC.

By: /s/ Kenneth R. Thompson, II
Name: Kenneth R. Thompson, II
Title: General Counsel, Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities indicated on the 22nd day of September 2008.

| Signature | Capacity |
|--|--|
| /s/ James M. Peck James M. Peck | President, Chief Executive Officer and Director (Chief Executive Officer) |
| /s/ Rick Trainor Rick Trainor | Chief Operating Officer |
| /s/ Kim Riley Kim Riley | Principal Accounting Officer |
| /s/ David Trine David Trine | Principal Financial Officer |
| /s/ Kenneth E. Fogarty Kenneth E. Fogarty | Director |
| /s/ Henry Z. Horbaczewski Henry Z. Horbaczewski | Director |
| /s/ Kenneth R. Thompson, II Kenneth R. Thompson, II | Director |